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February 15, 2000

**HAND DELIVERY**

Mr. David Waddell  
Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243

FILED  
FEB 15 2000  
FEB 15 AM 11 58  
ENCLOSURE

**Re:** Application of Memphis Network, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunication Services and Joint Petition of Memphis Light Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLGW") and A&L Networks-Tennessee, LLC ("A&L") for Approval for Amendment Between MLGW and A&L Regarding Joint Ownership of Memphis Network, LLC

**TRA Docket No. 99-00909**

Dear Mr. Waddell:

Please find enclosed an original and thirteen (13) copies of both the Petition for Leave to Intervene and Proposed Issues filed on behalf of Time Warner Telecom of the Mid-South, L.P., Time Warner Communications of the Mid-South, L.P., and The Tennessee Cable Telecommunications Association in the referenced docket. A check for twenty-five dollars (\$25.00) is enclosed herewith to cover the filing fee, along with a proposed Order.

If you have any questions or concerns with regard to these filings, please do not hesitate to contact me.

Very truly yours,

FARRIS, MATHEWS, BRANAN  
BOBANGO&HELLEN, P.L.C.

*Charles B. Welch Jr.*  
Charles B. Welch Jr.

cc: Carolyn Marek  
Dean Deyo

**POSTED**  
FEB 15 2000

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

200 FEB 15 AM 11 59

**IN RE:**

**APPLICATION OF MEMPHIS NETWORKX, LLC  
FOR A CERTIFICATE OF PUBLIC CONVENIENCE  
AND NECESSITY TO PROVIDE INTRASTATE  
TELECOMMUNICATION SERVICES AND JOINT  
PETITION OF MEMPHIS LIGHT GAS & WATER  
DIVISION, A DIVISION OF THE CITY OF  
MEMPHIS, TENNESSEE ("MLGW") AND A&L  
NETWORKS-TENNESSEE, LLC ("A&L") FOR  
APPROVAL OF AGREEMENT BETWEEN MLGW  
AND A&L REGARDING JOINT OWNERSHIP OF  
MEMPHIS NETWORKX, LLC.**

**DOCKET NO. 99-00909**

**PETITION OF TIME WARNER TELECOM OF THE MIDSOUTH, L.P.,  
AND TIME WARNER COMMUNICATIONS OF THE MIDSOUTH, L.P.,  
AND THE TENNESSEE CABLE TELECOMMUNICATIONS  
ASSOCIATION FOR LEAVE TO INTERVENE**

Time Warner Telecom of the MidSouth, L.P. ("Time Warner Telecom"), and Time Warner Communications of the MidSouth, L.P. ("Time Warner Communications"), and the Tennessee Cable Telecommunications Association ("TCTA") pursuant to Tennessee Code Annotated § 4-5-310, § 65-2-107, and the Rules of the Tennessee Department of State Administrative Procedures Division, Chapter 1360-4-1-.12, petition to intervene in the referenced docket, and in support of its Petition states as follows:

- 1) Time Warner Telecom is a certified, competitive provider of local exchange telephone services, and operates in the service area where Memphis Networkx intends to provide services.

**POSTED**  
2-15-99

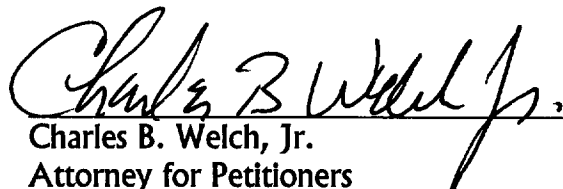
- 2) Time Warner Communications is a licensed and franchised cable television system operator and provides video and information services not regulated by the TRA, and operates in the service area where Memphis Networkx intends to establish its network.
- 3) The TCTA is a trade organization whose membership consists primarily of owners and operators of franchised cable television systems throughout the State of Tennessee, and certified providers of telecommunications services throughout the State of Tennessee.
- 4) These entities petition to intervene in order to ensure that Memphis Networkx abides by the statutory requirements designed to promote fair competition and prevent municipalities from engaging in anti-competitive practices that could potentially frustrate the development of an effectively competitive telecommunications and cable market.
- 5) As certified telecommunication service providers and franchised cable television providers, Petitioners' legal rights, duties, privileges, immunities, or other legal interests or responsibilities may be affected or determined by the outcome of this proceeding, and Petitioner's interest will not be adequately represented unless allowed to intervene.
- 6) The Petitioners' participation will not impair the interest of justice or the orderly prompt conduct of the Authority's proceeding.
- 7) The Petitioners seek to intervene and participate as its interest may appear.

8) This petition to intervene is being filed at least seven (7) days before the hearing of this cause

**WHEREFORE, PREMISES CONSIDERED,** Time Warner Communications, ~~and~~ Time Warner Telecom, <sup>and the TCTA</sup> pray that they be granted leave to intervene and participate in this proceeding with all attendant rights and responsibilities, and to receive copies of any notices, orders or any other documents filed herein, and have such other, further and general relief as the justice of their cause entitle them to receive.

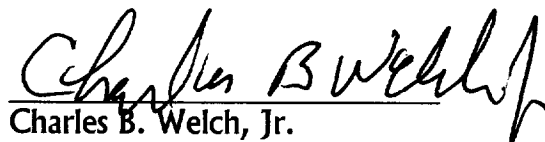
DATED this the 15<sup>th</sup> of February 2000.

Respectfully submitted,  
**FARRIS, MATHEWS, BRANAN  
BOBANGO & HELLEN, P.L.C.**

  
Charles B. Welch, Jr.  
Attorney for Petitioners  
618 Church Street, Ste. 300  
Nashville, Tennessee 37219  
(615) 726-1200

**CERTIFICATE OF SERVICE**

I hereby certify that a true and exact copy of the foregoing has been forwarded, via U.S. Mail, prepaid to D. Billye Sanders, Waller Lansden Dortch & Davis, PLLC, 511 Union Street, Suite 2100, Nashville, Tennessee 37219-8966 and John Knox Walkup, Wyatt, Tarrant & Combs, 511 Union Street, Suite 1500, Nashville, Tennessee 37219-1750, on this the 15<sup>th</sup> day of February 2000.

  
Charles B. Welch, Jr.

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

100 FEB 15 AM 11 58

**IN RE:**

**APPLICATION OF MEMPHIS NETWORKX, LLC  
FOR A CERTIFICATE OF PUBLIC CONVENIENCE  
AND NECESSITY TO PROVIDE INTRASTATE  
TELECOMMUNICATION SERVICES AND JOINT  
PETITION OF MEMPHIS LIGHT GAS & WATER  
DIVISION, A DIVISION OF THE CITY OF  
MEMPHIS, TENNESSEE ("MLGW") AND A&L  
NETWORKS-TENNESSEE, LLC ("A&L") FOR  
APPROVAL OF AGREEMENT BETWEEN MLGW  
AND A&L REGARDING JOINT OWNERSHIP OF  
MEMPHIS NETWORKX, LLC.**

**DOCKET NO. 99-00909**

**ORDER GRANTING TIME WARNER TELECOM OF THE  
MID-SOUTH, L.P., TIME WARNER COMMUNICATIONS  
OF THE MID-SOUTH, L.P., AND THE TENNESSEE CABLE  
TELECOMMUNICATIONS ASSOCIATION LEAVE TO INTERVENE**

THIS MATTER came to be heard on the petition of Time Warner Telecom of the Mid-South, L.P. ("Time Warner Telecom"), Time Warner Communications of the Mid-South, L.P. ("Time Warner Communications"), and the Tennessee Cable Telecommunications Association ("TCTA") for leave to intervene and participate in this proceeding as its interests may appear, and it appearing to the Authority that this proceeding and the actions which may be taken by the Authority herein may effect or determine the legal rights and duties of the Time Warner Telecom, Time Warner Communications, the TCTA or its members, and that the interest of justice and the orderly and prompt conduct of this proceeding will not be impaired by allowing such intervention.

**POSTED**  
2-15-2000

IT IS THEREFORE ORDERED that Time Warner Telecom, Time Warner Communications, and the TCTA be in the same and is hereby granted leave to intervene and participate in the proceeding with all the rights and responsibilities of an intervenor and as a party in this matter.

This the \_\_\_\_ Day of \_\_\_\_\_, 2000.

\_\_\_\_\_  
CHAIRMAN

ATTEST:

\_\_\_\_\_  
EXECUTIVE SECRETARY

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

2013 15 APR 11 59

**IN RE:**

**APPLICATION OF MEMPHIS NETWORKX, LLC  
FOR A CERTIFICATE OF PUBLIC CONVENIENCE  
AND NECESSITY TO PROVIDE INTRASTATE  
TELECOMMUNICATION SERVICES AND JOINT  
PETITION OF MEMPHIS LIGHT GAS & WATER  
DIVISION, A DIVISION OF THE CITY OF  
MEMPHIS, TENNESSEE ("MLGW") AND A&L  
NETWORKS-TENNESSEE, LLC ("A&L") FOR  
APPROVAL OF AGREEMENT BETWEEN MLGW  
AND A&L REGARDING JOINT OWNERSHIP OF  
MEMPHIS NETWORKX, LLC.**

**DOCKET NO. 99-00909**

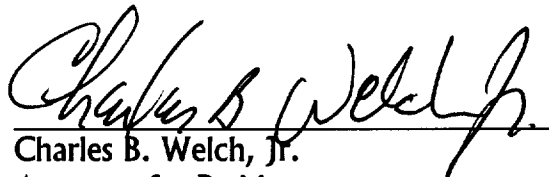
**ISSUES SUBMITTED BY TIME WARNER TELECOM OF THE  
MID-SOUTH, L.P., TIME WARNER COMMUNICATIONS  
OF THE MID-SOUTH, L.P., AND THE TENNESSEE CABLE  
TELECOMMUNICATIONS ASSOCIATION**

1. Does the Memphis Light Gas & Water ("MLG&W") ownership interest in Memphis Networkx, L.L.C. ("Networkx") violate Article 2, Section 29 of the Tennessee Constitution?
2. To what extent, if any, is MLG&W's authorization to offer telecommunications services affected by its charter and that of the City of Memphis?
3. Insofar as the requirements of MLG&W are concerned, what will be the difference, if any, between what is required of Memphis Networkx and other private investor-owned telecommunications providers?
4. Should the creation of the Networkx joint venture be approved by the TRA pursuant to Tennessee Code Annotated ("TCA") § 7-52-103(d)?
5. Has Networkx taken any action consistent with its business plan to offer telecommunications services that requires regulatory approval without the benefit of such approval?
6. What rules and/or reporting requirements are necessary to insure that Memphis Networkx will comply with TCA §7-52-402(2)?

**POSTED**  
5-15-2008

7. What rules are necessary to insure Memphis Networx compliance with TCA §7-52-404?
8. What rules and/or requirements are necessary to insure that start up expenses, already incurred, are correctly identified and properly allocated?
9. What rules and/or reporting requirements are necessary to insure Memphis Networx compliance with TCA § 7-52-405?
10. Is MLG&W's representation that it will conduct its business transactions with Networx "at arms length at market rates" (Application and Joint Petition, ¶ 9A) sufficient to prevent anti-competitive practices prohibited by TCA § 65-5-208(c)? If not, what rules and/or reporting requirement should be adopted?

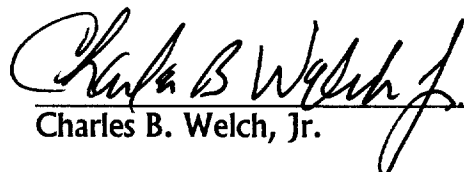
Respectfully submitted,  
**FARRIS, MATHEWS, BRANAN  
BOBANGO & HELLEN, P.L.C.**



Charles B. Welch, Jr.  
Attorney for Petitioners  
618 Church Street, Ste. 300  
Nashville, Tennessee 37219  
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Charles B. Welch, Jr.